



ANE (Cayman) Inc.
安能物流集團有限公司

(A company incorporated in the Cayman Islands with limited liability)

(Stock code: 9956)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING
TO BE HELD ON WEDNESDAY, JUNE 19, 2024

I/We¹ _____
of _____
being the registered holder(s) of² _____
shares of US\$0.0002 each in the share capital of ANE (Cayman) Inc. (the "Company") **HEREBY APPOINT THE CHAIRMAN OF THE MEETING³**
or _____
of _____
as my/our proxy to attend and act for me/us at the annual general meeting of the Company to be held on Wednesday, June 19, 2024 at 2:00 p.m. at 34th Floor, Elephant International Center, Xiaoshan District, Hangzhou, China (the "AGM") and any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the AGM and at the AGM and at any adjournment thereof to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors (the "Directors") and auditor of the Company for the year ended December 31, 2023.		
2.	(a) To re-elect Mr. Chen Weihao as a non-executive Director.		
	(b) To re-elect Mr. Zhang Yinghao as a non-executive Director.		
	(c) To re-elect Mr. Li Wilson Wei as an independent non-executive Director.		
	(d) To re-elect Ms. Sha Sha as an independent non-executive Director.		
	(e) To re-elect Mr. Hung Cheung Fuk as an independent non-executive Director.		
	(f) To authorize the board of Directors (the "Board") to fix the respective Directors' remuneration.		
3.	To re-appoint Ernst & Young as auditor of the Company and to authorize the Board to fix their remuneration.		
4.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company (excluding any treasury shares) as at the date of passing of this resolution.		
5.	To grant a general mandate to the Directors to allot, issue and deal with additional shares (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules coming into effect from June 11, 2024) out of treasury) in the Company not exceeding 20% of the total number of issued shares of the Company (excluding any treasury shares) as at the date of passing of this resolution.		
6.	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules coming into effect from June 11, 2024) out of treasury) in the capital of the Company by the aggregate number of the shares repurchased by the Company.		
7.	(a) THAT the grant of restricted share units (the "RSUs") to Mr. Qin Xinghua (秦興華) ("Mr. Qin") in accordance with the terms of the share incentive scheme adopted by the Company on June 19, 2023, as amended from time to time (the "2023 Share Incentive Scheme"), in respect of an aggregate of up to 3,000,000 Shares to Mr. Qin in accordance with the terms of the 2023 Share Incentive Scheme, subject to all applicable laws, rules and regulations and applicable grant document(s), be approved, and THAT authority be given to the Directors to exercise the powers of the Company to give effect to such grant of RSUs.		
	(b) THAT the grant of restricted share units (the "RSUs") to Mr. Jin Yun (金雲) ("Mr. Jin") in accordance with the terms of the share incentive scheme adopted by the Company on June 19, 2023, as amended from time to time (the "2023 Share Incentive Scheme"), in respect of an aggregate of up to 1,500,000 Shares to Mr. Jin in accordance with the terms of the 2023 Share Incentive Scheme, subject to all applicable laws, rules and regulations and applicable grant document(s), be approved, and THAT authority be given to the Directors to exercise the powers of the Company to give effect to such grant of RSUs.		
SPECIAL RESOLUTION		FOR ⁴	AGAINST ⁴
8.	To approve the amendment and restatement of the twentieth amended and restated memorandum and articles of association of the Company currently in effect by the deletion in their entirety and the substitution in their place of the twenty-first amended and restated memorandum and articles of association as set out in the circular of the Company dated May 24, 2024.		

Date: _____, 2024

Signature(s)⁵: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this proxy related. If no number is inserted, this form of proxy will be deemed to relate to all shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the AGM is preferred, strike out the words "**THE CHAIRMAN OF THE MEETING or**" and insert the name and address of the proxy desired in the space provided. A Shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company but must attend the AGM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST".** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his discretion. Unless you have indicated otherwise in this form of proxy, your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s). If the form of proxy is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.
- In case of joint holders of any shares, any one of such joint holders may vote at the AGM, either personally or by proxy, in respect of such shares as if he is solely entitled thereto. However, if more than one of such joint holders are present at the AGM, personally or by proxy, the vote of the joint holder whose name stands first in the register of members of the Company and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint holders.
- In order to be valid, this form of proxy together with the power of attorney or other authorisation document (if any) must be deposited at the Company's share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM or any adjournment thereof (as the case may be).
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the AGM if you so wish.
- The full text of the resolutions appears in the notice of the AGM contained in the circular to the shareholders of the Company dated May 24, 2024.
- Holders of treasury shares, if any, have no voting rights at the general meeting(s) of the Company.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the AGM of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Investor Services Limited at the above address.